

EXHIBIT B

Order Form



ServiceNow, Inc.
 2225 Lawson Lane
 Santa Clara, CA 95054

Order Number
ORD0600766-1

Pricing Expiration: 19 Dec 2017

SNC Account Exec	Steve Tito
Phone	+16307861592
E-mail	Steve.Tito@servicenow.com

Customer Invoice Address		Customer Ship To Address	
Company Name	Sears Holdings Corporation	Company Name	Sears Holdings Corporation
Address	3333 Beverly Rd # 101	Address	3333 Beverly Rd # 101
Suite		Suite	
City	Hoffman Estates	City	Hoffman Estates
State/Province	IL - Illinois	State/Province	IL - Illinois
Zip/Postal Code	60179-0001	Zip/Postal Code	60179-0001
Country	United States	Country	United States
Website	http://www.searsholdings.com	Website	http://www.searsholdings.com
AP Contact Name		Business Contact	
Title		Title	
Phone		Phone	
E-mail		E-mail	
Account #	ACCT0001391		
Reference Contract #(s)	28913ST	PO #	
		Tax exempt?	No
		Payment Terms	Net due in 60 days
Currency	USD		

Product Code	Subscription Product Name	Type	Units	Term (mos)	Term Start Date	Term End Date	Net Price (Monthly)	Net Price (Annual)	Net Price (Total)
PROD03419	ServiceNow® Orchestration Core	Transactions	1	36 Months	31 Jan 2018	30 Jan 2021	\$ 2,275.00	\$ 27,300.00	\$ 81,900.00
PROD00528	ServiceNow® ITSA Unlimited	Fulfiller User	1500	36 Months	31 Jan 2018	30 Jan 2021	\$ 56.63	\$ 1,019,340.00	\$ 3,058,020.00
PROD00874	ServiceNow® Service Management Suite	Fulfiller User	1070	36 Months	31 Jan 2018	30 Jan 2021	\$ 53.45	\$ 686,298.00	\$ 2,058,894.00

Subscription Product SubTotal \$ 1,732,938.00 \$ 5,198,814.00

Education, Knowledge and Other	Units	Net Price (Per Unit)	Total Price
ServiceNow® Knowledge 18 - Early Bird Ticket	2	\$ 1,495.00	\$ 2,990.00

Education, Knowledge and Professional Services Subtotal	\$ 2,990.00
Pre-tax Total	\$ 5,201,804.00
Estimated Taxes	TBD
Estimated Grand Total	\$ 5,201,804.00

Invoice Schedule	Invoice Date	Amount	Est Taxes	Grand Total
Annual Subscription Fee	Upon Signature	\$ 1,732,938.00	TBD	\$ 1,732,938.00
Knowledge & Other	Upon Signature	\$ 2,990.00	TBD	\$ 2,990.00
Annual Subscription Fee	December 01, 2018	\$ 1,732,938.00	TBD	\$ 1,732,938.00
Annual Subscription Fee	December 01, 2019	\$ 1,732,938.00	TBD	\$ 1,732,938.00
		\$ 5,201,804.00	TBD	\$ 5,201,804.00

Hosting Details	
ServiceNow # of Instances:	1 Production 4TB Storage Limit, 2 Non Production 4TB Storage Limit
Instance Names:	existing sears, searstest, searsdev
Customer ServiceNow Admin:	
Email:	
Data Center Region:	United States

Terms and Conditions

Customer's purchase of the subscription products set forth herein for the term beginning on the Term Start Date, ending on the Term End Date (the "Subscription Term"). This order is on terms consisting of the signed definitive agreement(s) with the contract reference number(s) set forth above ("Agreement") as supplemented and modified by this Order Form, the ServiceNow subscription service guide ("Subscription Service Guide") and the service descriptions for the purchased packaged professional services ("Service Description"). If not attached to this Order Form, the Subscription Service Guide and Service Description are as set forth on www.servicenow.com/schedules.html and are INCORPORATED HEREIN BY THIS REFERENCE. Customer may request printed copies of the documents incorporated herein by reference by emailing us at legal.request@servicenow.com.

The parties hereby agree to the following terms and conditions with respect to the subject matter of this Order Form:

1. Order is not subject to acceptance;
2. Customer shall limit the types and number of Subscription Products ServiceNow applications, Customer-developed applications Custom Applications, Users and their permitted roles, and other use restrictions to those specified in this Order Form;
3. The Subscription Service includes a service level agreement with target service level availability of 99.8 percent in each month, and associated service credits for non-compliance at customer request, as provided in the Subscription Service Guide; and
4. Support, upgrades and data security commitments for the subscription service are set forth in the Subscription Service Guide. Customer and ServiceNow hereby expressly agree that the provisions of this Order Form, Subscription Service Guide and Service Descriptions shall control over any conflicting provisions of the agreement.

Payment Terms

If Customer issues a purchase order, any additional or conflicting terms appearing in a purchase order shall not amend the Order Form or the Agreement. Upon request, ServiceNow shall reference the purchase order number on its invoices (solely for administrative convenience) so long as Customer provides the purchase order at least fifteen (15) business days prior to the date of the invoice.

Please submit a PO for the amount set forth above to accountsreceivable@servicenow.com or fax to 877-824-0673 or ServiceNow, Inc., Attention: Accounts Receivable, 4810 Eastgate Mall, San Diego, CA 92121

PREPAID FEES FOR PROFESSIONAL SERVICES, EDUCATIONAL SERVICES AND EVENTS SHALL EXPIRE IF UNUSED WITHIN ONE (1) YEAR OF THE DATE OF ORDER, WITH NO REFUND OR CREDIT FOR UNUSED OR UNPERFORMED SERVICE HOURS.

PRICES ARE FINAL. THIS ORDER IS NON-CANCELLABLE AND, EXCEPT AS OTHERWISE PROVIDED IN THE AGREEMENT, NON-REFUNDABLE. The order is for the entire subscription term and is undividable. Payments are due as per the invoice schedule. All remaining fees are due immediately if ServiceNow terminates for non-payment.

Prices are stated exclusive of taxes, duties and similar assessments on Customer's use, which Customer agrees to pay, excluding taxes on ServiceNow's net income. Taxes shall not be deducted from the payments to ServiceNow, except as required by law, in which case Customer shall increase the amount payable as necessary so that after making all required deductions and withholdings, ServiceNow receives and retains (free from any tax liability) an amount equal to the amount it would have received had no such deductions or withholdings been made.

When applicable, Customer must provide its VAT or GST identification number(s) on this Order Form for (i) the country where Customer has established its business and/or (ii) any other country where Customer has a fixed establishment. Customer shall use the ordered Subscription Service and Professional Services for Customer's business use in the foregoing location(s).

Education, Knowledge and Other

KNOWLEDGE ORDERS ARE FINAL, NON-CANCELLABLE, NON-REFUNDABLE AND NON-TRANSFERABLE. Tickets are valid for the specified event year (ie - a pass purchased for Knowledge17 is not transferable to Knowledge18).

Terms for Knowledge offerings are set forth on <http://knowledge.servicenow.com/terms-and-conditions.html>.

Product Overview

The ServiceNow Product Overview containing descriptions of the ServiceNow applications and platform services included in the Subscription Products as described in the attached ServiceNow Order Form Product and Use Definitions are posted on www.servicenow.com/schedules.html

ServiceNow® Order Form - Product and Use Definitions

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USER TYPE DEFINITIONS

"User" means any employee or contractor of Customer or Customer Affiliate that is assigned a unique username and password and has a user profile in the Subscription Service designated as "active". Only Users may be given access to the subscription service by Customer. A use right may not be shared or transferred. Customer shall not use the subscription service in a manner that circumvents usage restrictions.

"Approver User" is any User performing any of the functions set forth in the table below for an Approver User. An Approver User may only perform the functions set forth in the table below for an Approver User.

"Requester User" is any User that performs only the functions set forth in the table below for a Requester User.

"End User" has the same use rights as **"Requester User."**

"Fulfiller User" is any User other than an Approver User or Requester User. Without limitation, a Fulfiller User is any User that performs any function other than an Approver User function or Requester User function, including those set forth in the table below for a Fulfiller User.

"Process User" has the same use rights as **"Fulfiller User."**

FUNCTION / USE RIGHTS AUTHORIZED	USER TYPES		
	REQUESTER	APPROVER	FULLFILLER
Create its own request	included	included	included
View its own request	included	included	included
Modify its own request	included	included	included
Search the Service Catalog	included	included	included
Search the Knowledge Base	included	included	included
Access public pages	included	included	included
Take surveys	included	included	included
Set its own notification preferences	included	included	included
View assets assigned to user	included	included	included
Access and post to Live Feed	included	included	included
Initiate Chat sessions	included	included	included
Participate in a Watch List	included	included	included
View a report published to them	included	included	included
Approve requests by email that are routed to user	included	included	included
Approve requests routed to user via system	-	included	included
Create any record	-	-	included
Delete any record	-	-	included
Modify any record	-	-	included
Drill through any report	-	-	included
Create any report	-	-	included
Delete any report	-	-	included
Modify any report	-	-	included
Perform development activities	-	-	included (see below)
Perform administrative activities	-	-	included

CONFIGURATION AND DEVELOPMENT

Use of the Subscription Service for application configuration allows Customer to, with respect to the Subscription Products for which Customer has purchased usage, change the values of pre-defined fields, add new fields to existing tables, add new tables that provide additional attributes around the process, build workflow for the process, modify the UI and form layouts, create business rules, integrate with external data sources, and tailor the process through custom scripting. Application configuration is restricted to configuring the processes included in the purchased Subscription Product to meet the customers specific needs without materially altering the purpose of the Subscription Product or the type of business processes that it seeks to automate. If Customer intends to alter the purpose of the Subscription Product or the types of business processes that it seeks to automate, then Customer may develop that new application in a non-production instance and purchase a Platform Runtime use right from ServiceNow to deploy that application on a production instance. Customer shall not access the Subscription Service to develop or use a competing product or service.

SUBSCRIPTION PRODUCTS

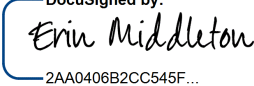
Subscription Product Code/Name	Included ServiceNow Applications and Use Rights
PROD03419 ServiceNow® Orchestration Core - Transactions	Orchestration includes: Activity Designer; Orchestration Activity Packs; Password Reset Application; and Client Software Distribution Application Orchestration Core includes entitlement for up to 1000 Orchestration Transactions per month (unused Orchestration Transactions expire monthly). An Orchestration Transaction is any external call from Workflow using Orchestration. Additional monthly Orchestration Transactions require the purchase of Orchestration Core Transaction Packs. Usage is measured monthly in production instance(s), based on the maximum Orchestration Transactions in a given 12 month period.
PROD00528 ServiceNow® ITSA Unlimited - Fulfiller User	Incident Management; Problem Management; Change Management; Release Management; Asset Management; Request Management; Cost Management; Field Service Management (Work Management); Project Portfolio Management; Resource Management; Demand Management; Agile Development (Software Development Lifecycle); Test Management; Policy and Compliance Management and Audit Management (Governance, Risk and Compliance); Vendor Performance Management; and Risk Management. Customer is granted the rights for Fulfiller User as defined in the User Type Definitions Section. The following application(s) became available according to the release indicated below. Field Service Management – Calgary Vendor Performance Management, Resource Management – Dublin Demand – Eureka Test Management – Fuji Risk Management - Geneva Agile Development, Policy and Compliance Management, Audit Management - Helsinki
PROD00874 ServiceNow® Service Management Suite - Fulfiller User	Incident Management; Problem Management; Change Management; Release Management; Asset Management; Request Management; Cost Management; HR Service Management; Facilities Service Management; Field Service Management; Finance Service Management; Legal Service Management; and Marketing Service Management. Customer is granted the rights for Fulfiller User as defined in the User Type Definitions Section.

ACKNOWLEDGED AND AGREED:

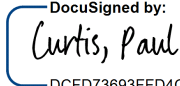
End Customer: Sears Holdings Corporation

ServiceNow, Inc.

Signature:

DocuSigned by:  2AA0406B2CC545F...	
Name:	Erin Middleton
Title:	DVP Member Technology - Engineering
Date:	12/15/2017

Signature:

DocuSigned by:  DCED73693FED4C6	
Name:	Curtis, Paul
Title:	Senior Director, Orders to Cash
Date:	12/7/2017

This purchase order was delivered by Ariba Network. For more information about Ariba and Ariba Network, visit <http://www.ariba.com>.

From:
Send Invoice To: aparibainv@searshc.com
Email: aparibainv@searshc.com

To:
ServiceNow, Inc.
2225 Lawson Lane
Santa Clara, CA 95054
United States
Phone: +1 (858) 345-1823
Fax: +1 (877) 824-0673
Email: accountsreceivable@servicenow.com

Purchase Order

(New)

PO764330

Amount: \$1,735,928.00 USD

Version: 1

Payment Terms

NET 0

Comments

Comment Type:

Approve

Comment Body:

This PO is governed by the terms and condition in place between supplier and SHC.

Comment By:

LAGUADIA DILSWORTH-FLOYD

Comment Date:

2018-01-04T07:06:15-08:00

Comment Type:

Submit

Comment Body:

"PO REQUESTED BY: Travis Gilligan

PURPOSE OF PO: This PO is for contract CW2333790 This PO is for Year 1 of the 3yr renewal of services. Coverage period Jan 31, 2018 through Jan 30, 2019. The contract was approved on 12/15/2017 by executive management and CAPCON. (Per Order # ORD060076 6-1)

JIRA ID #: N/A

SERVICENOW TICKET #:N/A

PROJECT #:N/A

PROJECT TYPE: (Capital or Expense): Expense

SPECIAL SHIPPING INSTRUCTIONS: Please send all correspondence for this order to Travis.Gilligan@searshc.com

PO SUMMARY:

(12) months of Service Now® Orchestration Core 1000 transaction per year

(12) months of Service Now® ITSA Unlimited 1500 licenses per year

(12) Months of Service Now® Service Management Suite 1070 licenses per year

(2) Service Now® Knowledge 18 - Early Bird Ticket to be used anytime over the 36 months of the contract

Comment By:

SUSAN EILERTSON

Comment Date:

2018-01-04T08:17:34-08:00

Comment Type:
General
Comment Body:


Comment By:
SUSAN EILERTSON
Comment Date:
2018-01-04T09:59:32-08:00

Comment Type: Terms and Conditions
Body:Visit our website [http://searsholdings.com/docs/NonMerchPOTermsandConditions.p](http://searsholdings.com/docs/NonMerchPOTermsandConditions.pdf)
df

Other Information

LDAP ID: tgilli3

ATTACHMENTS

 ServiceNow Inc - signed Service agreement - CW2333790_-_Order_Form.pdf (application/pdf)

SHIP ALL ITEMS TO

Sears Holdings Corp
3333 Beverly Road
Hoffman Estates, IL 60179
United States
Ship To Code: 36585
Phone: +1 (847) 2861019
Email: Travis.Gilligan@searshc.com

BILL TO

Send Invoice To: aparibainv@searshc.com
Email: aparibainv@searshc.com

DELIVER TO

TRAVIS GILLIGAN _ B2-182A-A _
Travis.Gilligan@searshc.com _ +1 847 286 1019
Sears Holdings Corp

Line Items

Line #	Part # / Description	Type	Qty (Unit)	Need By	Price	Subtotal
1	PROD03419	Material	1 (EA)	25 Jan 2018	\$27,300.00 USD	\$27,300.00 USD
	Service Now® Orchestration Core 1000 transaction per year (Year 1 of 3 yr agreement- Per Order# ORD060076 6-1)					

Other Information

Req. Line No.: 1

Requester:	TRAVIS GILLIGAN
PR No.:	PR537269
Phone:	+1 847 286 1019

Line #	Part # / Description	Type	Qty (Unit)	Need By	Price	Subtotal
2	PROD00528	Material	1 (EA)	25 Jan 2018	\$1,019,340.00 USD	\$1,019,340.00 USD
	Service Now® ITSA Unlimited 1500 licenses per year (Year 1 of 3 yr agreement - Per Order# ORD060076 6-1)					

Other Information

Req. Line No.:	2
Requester:	TRAVIS GILLIGAN
PR No.:	PR537269
Phone:	+1 847 286 1019

Line #	Part # / Description	Type	Qty (Unit)	Need By	Price	Subtotal
3	PROD00874	Material	1 (EA)	25 Jan 2018	\$686,298.00 USD	\$686,298.00 USD
	Service Now® Service Management Suite 1070 licenses per year (Year 1 of 3yr agreement - Per Order# ORD060076 6-1)					

Other Information

Req. Line No.:	3
Requester:	TRAVIS GILLIGAN
PR No.:	PR537269
Phone:	+1 847 286 1019

Line #	Part # / Description	Type	Qty (Unit)	Need By	Price	Subtotal
4	Not Available	Material	2 (EA)	25 Jan 2018	\$1,495.00 USD	\$2,990.00 USD
	2 Service Now® Knowledge 18 - Early Bird Ticket do be used anytime over the 36 months of the contract. (Per Order# ORD060076 6-1)					

Other Information

Req. Line No.:	4
Requester:	TRAVIS GILLIGAN
PR No.:	PR537269
Phone:	+1 847 286 1019

Order submitted on: Monday 8 Jan 2018 8:51 AM GMT-06:00
Received by Ariba Network on: Monday 8 Jan 2018 3:45 PM GMT-06:00
This Purchase Order was sent by Sears Holdings Corporation (Non-Merchandise) AN01007090221 and delivered by Ariba Network.

Sub-total:	\$	1,735,928.00	USD
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Invoice

4810 Eastgate Mall
San Diego, CA 92121
Tax ID: 20-2056195

Invoice No. 90087729
Invoice Date 12/01/2018
Payment Terms Net due in 60 days
Due Date 01/30/2019
Customer No. 102935
Order Form ORD0600766-1
Cust PO No.

Bill To:

Sears Holdings Corporation
3333 Beverly Rd Ste 101
Hoffman Estates IL 60179-0001

Ship To:

Sears Holdings Corporation
3333 Beverly Rd Ste 101
Hoffman Estates IL 60179-0001

Account Rep Name	Account Rep Email	End User		
Material / Remarks	Quantity	Unit Price	Total Amount	Tax Rate
Unit price per month for subscription items				
ServiceNow® Orchestration Core - Transactions 01/31/2019 to 01/30/2020	1 EA	2,275.00	27,300.00	0.000 %
ServiceNow® ITSA Unlimited - Fulfiller User 01/31/2019 to 01/30/2020	1,500 EA	56.63	1,019,340.00	0.000 %
ServiceNow® Service Management Suite - Fulfiller User 01/31/2019 to 01/30/2020	1,070 EA	53.45	686,298.00	0.000 %

Remittance Instructions - ACH or Wire

Account Name: ServiceNow, Inc. - USD
Account: 938564267
ABA/Routing: 021000021
Swift Code: CHASUS33
Bank: JPMorgan Chase Bank, N.A.
270 Park Avenue
New York, NY 10017

Check Payment

Lockbox Remittance Address:
ServiceNow, Inc. - USD
P.O. Box 731647
Dallas, TX 75373-1647